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CABLE ADDRESSES
CRAVATH, N.Y.
CRAVATH, PARIS
CRAVATH, LONDON E.C.2

RECEIVED
JUL 21 1 46 PM '78
I.C.C.
FEE OPERATION BR.

No. 8-202A160
Date JUL 21 1978
FEE \$ 2.00
RECORDED & RECORDED
Washington, D. C.
JUL 21 1978 1 46 PM
RECORDATION NO. 9442-B

RECORDATION NO. 9442-B
JUL 21 1978 1 46 PM
INTERNATIONAL COMMERCE COMMISSION

INTERNATIONAL COMMERCE COMMISSION

July 19, 1978

Conditional Sale Agreement and Lease
Filed Pursuant to Section 20c
of the Interstate Commerce Act
Under Recordation Numbers 9442 and 9442-B, Respectively

Dear Sir:

Enclosed herewith for recordation pursuant to Section 20c of the Interstate Commerce Act are:

(i) Amendment No. 1 to Conditional Sale Agreement filed under Section 20c on June 13, 1978, under recordation number ~~9442~~ and ~~9442-B~~

(ii) Amendment No. 1 to Lease of Railroad Equipment filed under Section 20c on June 13, 1978, under recordation number ~~9442~~ and ~~9442-B~~ 9442

The parties to the amendment listed at (i) above are:

Hartford National Bank and Trust Company, Trustee,
777 Main Street,
Hartford, Connecticut 06115.

ACF Industries Incorporated,
750 Third Avenue,
New York, N. Y. 10017

James H. Baskin

(1) Underpays

Union Tank Car Company,
111 West Jackson Boulevard,
Chicago, Illinois 60604.

Union Mutual Life Insurance Company,
2211 Congress Street,
Portland, Maine 04112.

The parties to the amendment listed at (ii) above
are:

Hartford National Bank and Trust Company, Trustee,
777 Main Street,
Hartford, Connecticut 06115.

Virginia Chemicals Inc.,
3340 West Norfolk Road,
Portsmouth, Virginia 23703.

The Amendments delete from the aforesaid Conditional
Sale Agreement and Lease, respectively, the following railroad
equipment:

34 30,800 gallon, minimum, non-coiled, non-insulated
general purpose tank cars, road numbers VCFX 133-
VCFX 136, inclusive; 10 17,300 gallon capacity, non-coiled
tank cars equipped for chlorine or sulfur dioxide service,
road numbers VCFX 176-VCFX 185, inclusive; and 9 21,000
gallon minimum, non-coiled, non-insulated general purpose
tank cars, road numbers VCFX 167-VCFX 175, inclusive;

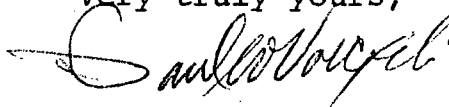
and substitute in lieu thereof the following railroad equip-
ment:

34 30,800 gallon, minimum, non-coiled, non-insulated
general purpose tank cars, road numbers VCSX 133-
VCSX 166, inclusive; 10 17,300 gallon capacity, non-coiled
tank cars equipped for chlorine or sulfur dioxide service,
road numbers VCSX 176-VCSX 185, inclusive; and 9 21,000
gallon minimum, non-coiled, non-insulated general purpose
tank cars, road numbers VCSX 167-VCSX 175, inclusive.

Enclosed is a check for \$20 for the required
recordation fee. Please accept for recordation one counter-
part of each of the enclosed agreements, stamp the remaining
counterparts and the enclosed copy of this letter with your

recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Paul W. Voegeli".

Paul W. Voegeli

The Honorable H. G. Homme, Jr., Esq.,
Acting Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

19

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

7/21/78

OFFICE OF THE SECRETARY

Paul W. Voegeli
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **7/21/78** at **1:55pm** ,
and assigned recordation number(s)

Sincerely yours,

H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

RECORDATION # 94422

JUL 21 1978 - 1 55 PM

AMENDMENT NO. 1 TO CONDITIONAL
SALE AGREEMENT DATED AS OF MARCH 15, 1978, INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 dated as of March 15, 1978,
to Conditional Sale Agreement dated as of
March 15, 1978 (hereinafter called the Conditional
Sale Agreement), among HARTFORD NATIONAL BANK
AND TRUST COMPANY, as Trustee under a Trust
Agreement dated as of December 30, 1977, with
Chemlease Worldwide, Inc., and GATX Aircraft
Corporation (hereinafter in such capacity
called the Trustee), ACF INDUSTRIES INCORPORATED
(hereinafter called ACF) and UNION TANK CAR
COMPANY (hereinafter called Union).

WHEREAS pursuant to the Conditional Sale Agreement,
ACF and Union have agreed to sell to the Trustee the railroad
equipment described in Annex B thereto;

WHEREAS the Conditional Sale Agreement was filed
and recorded with the Interstate Commerce Commission pursuant
to Section 20c of the Interstate Commerce Act on June 13, 1978,
at 10:40 a.m., under recordation number 9442;

WHEREAS certain of the rights of ACF and Union were
assigned to UNION MUTUAL LIFE INSURANCE COMPANY (hereinafter
called the Assignee) pursuant to an Agreement and Assignment
dated as of March 15, 1978, between ACF and Union, assignors,

and the Assignee, filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 13, 1978, at 10:40 a.m., under recordation number 9442-A; and

WHEREAS it has come to the attention of the parties that the "Lessee's Road Numbers" listed in said Annex B of the Conditional Sale Agreement are incorrect, and the parties' desire to correct said "Lessee's Road Numbers".

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the parties hereto hereby agree as follows:

Section 1. Annex B to the Conditional Sale Agreement as originally filed is hereby deleted, and there is hereby substituted in lieu thereof Annex B in the form attached hereto as Exhibit A.

Section 2. Except as hereby amended, the Conditional Sale Agreement shall remain in full force and effect the same as when originally executed.

Section 3. The terms of this Agreement and all rights and obligations hereunder shall be governed by the laws of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by Section 20c of

the Interstate Commerce Act and such additional rights arising out of the filing, recording or deposit hereof, if any.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

ACF INDUSTRIES INCORPORATED,

by

Man a Business

Vice President

[CORPORATE SEAL]

Attest:

Sichtau,

Assistant Secretary

UNION TANK CAR COMPANY,

by

Vice President

[CORPORATE SEAL]

Attest:

Secretary

HARTFORD NATIONAL BANK AND TRUST
COMPANY, not in its individual
capacity, but solely as Owner
Trustee,

by

H Van Name

~~Vice President~~ Asst Treas

[CORPORATE SEAL]

Attest:

Secretary

UNION MUTUAL LIFE INSURANCE
COMPANY,

by

Vice President

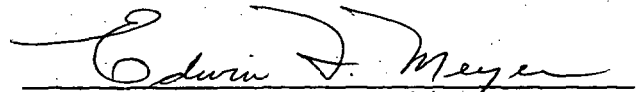
[CORPORATE SEAL]

Attest:

Secretary

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

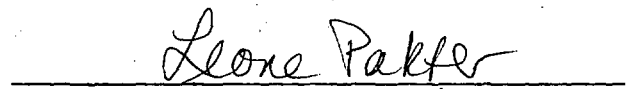
On this 19th day of July 1978, before me personally appeared **IVAN A. BURNS**, to me personally known, who, being by me duly sworn, says that he is a Vice President of ACF Industries Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission expires **EDWIN F. MEYER**
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1980

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 19th day of ~~June~~ ^{July} 1978, before me personally appeared **Harold J. Van Name**, to me personally known, who being by me duly sworn, says that he is a Vice President of Hartford National Bank and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission expires

LEONE PAKTER
NOTARY PUBLIC, State of New York
No. 31-4641679
Qualified in New York County
Commission Expires March 30, 1979

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this day of July 1978, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of Union Tank Car Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission expires

STATE OF MAINE,)
) ss.:
COUNTY OF CUMBERLAND,)

On this day of June 1978, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of Union Mutual Life Insurance Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission expires

Annex B

to

Conditional Sale Agreement

| Type | DOT Specifi- cations | Builder's Plant and Place of Delivery | Quantity | Lessee's Road Numbers (Both Inclusive) | Unit Base Price | Total Base Price | Estimated Time and Place of Delivery |
|---|----------------------------|--|----------|---|--------------------|---------------------|---|
| 30,800 gallon minimum, non- coiled, non- insulated general pur- pose tank cars, suitable for amine service* | DOT 111A100W1 | Milton, Pennsylvania | 34 | VCSX 133- VCSX 166 | \$36,620 | \$1,245,080 | June-July 1978 |
| 17,300 gallon capacity, non- coiled tank cars equipped for chlorine or sulphur dioxide service** | DOT 105A500W | East Chicago, Indiana | 10 | VCSX 176- VCSX 185 | 43,000 | 430,000 | July-August 1978 |
| 21,000 gallon minimum, non- coiled, non- insulated general pur- pose tank cars, suitable for amine service** | DOT 111A100W1 | East Chicago, Indiana | 9 | VCSX 167- VCSX 175 | 33,366 | 300,294 | June 1978 |

* To be manufactured by ACF Industries Incorporated.

** To be manufactured by Union Tank Car Company.

EXHIBIT A